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October 16, 2001

BY HAND

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: *Docket to Determine the Compliance of BellSouth Telecommunications, Inc.'s
Operations Support Systems with State and Federal Regulations*

Docket No. 01-00362

Dear Mr. Waddell:

On October 10, 2001 AT&T Communications of the south Central State, Inc. and TCG MidSouth, Inc., the Southeast Competitive Carriers Association and MCI WorldCom, Inc. submitted signed copies of the Protective Order in the above referenced Docket as required by the TRA's oral order of October 9, 2001.

Subsequent to that time, the attached affidavit was forwarded to AT&T by the Office of the General Counsel at PriceWaterhouse Coopers. To ensure that the TRA is in receipt of this document we are filing an original and 13 copies.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Sylvia E. Anderson". To the right of the signature is a circular stamp containing the letters "aw".

Sylvia E. Anderson
General Attorney

cc: All parties of record

AFFIDAVIT

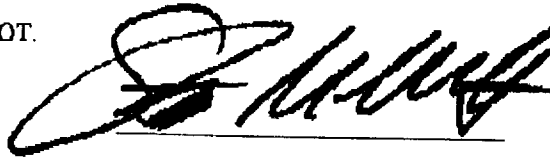
STATE OF New York
COUNTY OF New York

The undersigned, being duly sworn, deposes and says:

1. I am ~~employed or retained by~~ a partner and Associate General Counsel
~~is a party in Docket No. 01-00060~~ at Prisonerhouse Corp.

2. I have read the Protective Order of the Tennessee Regulatory Authority dated 10/10, 2001, respecting disclosure of Confidential Information. I agree to be bound by the terms thereof, and I understand that unauthorized disclosure of Confidential Information constitutes a violation of the Order and may subject me to an action for injunctive relief and/or damages.

FURTHER AFFIANT SAITH NOT.



SWORN TO AND SUBSCRIBED before me this 10th day of October, 2001.

Lorraine E. Kieckhefer
NOTARY PUBLIC

My Commission Expires:

LORRAINE E. KIECKHEFER
Notary Public, State of New York
No. 80-4844885
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires June 30, 2003